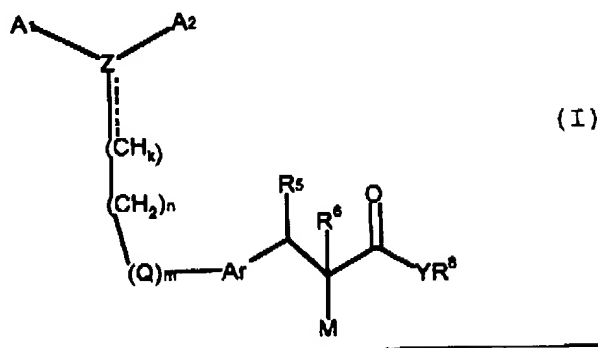


**PROPOSED AMENDED CLAIM 1-5697.200 (09/551,740)**

1. (Amended Twice) A compound of formula (I)



wherein wherein A<sup>1</sup> and A<sup>2</sup> are independently of each other a saturated, unsaturated or aromatic 5-6 membered cyclic ring system containing one or more carbon atoms and optionally from one to four heteroatoms selected from N, O or S, selected from the group consisting of cyclopentyl, cyclohexyl, phenyl, cyclohexenyl, pyrrolinyl, imidazolidinyl, pyrazolinyl, piperidyl, piperazinyl, pyrrolyl, 2H-pyrrolyl, imidazolyl, pyrazolyl, triazolyl, pyridyl, pyrazinyl, pyridazinyl, morpholinyl, thiomorpholinyl, isothiazolyl, isoxazolyl, oxadiazolyl, thiadiazolyl, 1,3-dioxolanyl, 1,4-dioxolanyl, thiophenyl, furanyl, oxazolyl, thiazolyl, purinyl, pyridinyl, quinolinyl, isoquinolinyl, phenanthridinyl, cyclohepta[b]pyridinyl, cinnolinyl, phthalazinyl, pyrimidinyl, quinazolinyl, morpholinyl, or 1,3,5-triazinyl, wherein said ring system is optionally substituted with one or more halogen, perhalomethyl, hydroxy, C<sub>1-6</sub>-alkyl, (C<sub>3-6</sub>-cycloalkyl)C<sub>1-6</sub>-alkyl, C<sub>4-6</sub>-alkenynyl, C<sub>2-6</sub>-alkenyl, C<sub>2-6</sub>-alkynyl, C<sub>1-6</sub>-alkoxy, aryl, aryloxy, arylalkyl, arylalkoxy, heterocyclyl, heteroaryl, heteroarylalkyl, heteroarylalkoxy, heteroarylalkoxy, acyl, hydroxyC<sub>1-6</sub>-alkyl, C<sub>1-6</sub>-alkyl-amino, C<sub>1-6</sub>-dialkylamino, arylamino, arylalkylamino, aminoC<sub>1-6</sub>-alkyl, C<sub>1-6</sub>-alkoxyC<sub>1-6</sub>-alkyl, aryloxyC<sub>1-6</sub>-alkyl, or arylalkoxyC<sub>1-6</sub>-alkyl;

~~A<sup>1</sup> and A<sup>2</sup> are independently of each other a saturated, unsaturated or aromatic 5-6 membered cyclic ring system containing one or more carbon atoms and optionally from one to four heteroatoms selected from N, O or S, which is optionally substituted with one or more halogen, perhalomethyl, hydroxy, nitro, cyano, formyl, or C<sub>1-12</sub> alkyl, (C<sub>2-6</sub> cycloalkyl)C<sub>1-6</sub> alkyl, C<sub>4-12</sub> alkenynyl, C<sub>2-12</sub> alkenyl, C<sub>2-12</sub> alkynyl, C<sub>1-12</sub> alkoxy, aryl, aryloxy, arylalkyl, arylalkoxy, heterocycyl, heteroaryl, heteroarylalkyl, heteroaryloxy, heteroarylalkoxy, acyl, acyloxy, hydroxyC<sub>1-12</sub> alkyl, amino, acylamino, C<sub>1-12</sub> alkyl amino, C<sub>1-6</sub> dialkylamino, arylamino, arylalkylamino, aminoC<sub>1-12</sub> alkyl, C<sub>1-12</sub> alkoxy carbonyl, alkylaminocarbonyl, aryloxy carbonyl, arylalkoxy carbonyl, C<sub>1-12</sub> alkoxyC<sub>1-12</sub> alkyl, aryloxyC<sub>1-12</sub> alkyl, arylalkoxyC<sub>1-12</sub> alkyl, arylthio, C<sub>1-12</sub> alkylthio, thioC<sub>1-12</sub> alkyl, C<sub>1-12</sub> alkoxy carbonylamino, aryloxy carbonylamino, arylalkoxy carbonylamino, COR<sup>1</sup>, or SO<sub>2</sub>R<sup>2</sup>, wherein R<sup>1</sup> and R<sup>2</sup> independently of each other are selected from hydroxy, halogen, perhalomethyl, C<sub>1-6</sub> alkoxy or amino optionally substituted with one or more C<sub>1-6</sub> alkyl, perhalomethyl or aryl; optionally substituted with one or more halogen, perhalomethyl, hydroxy, nitro or cyano;~~

~~Z is C or CR<sup>3</sup>, wherein R<sup>3</sup> is hydrogen, halogen, perhalomethyl, C<sub>1-12</sub> alkyl, C<sub>4-12</sub> alkenynyl, C<sub>2-12</sub> alkenyl, C<sub>2-12</sub> alkynyl, C<sub>1-12</sub> alkoxy, aryloxy, arylalkoxy, heteroaryloxy, heteroarylalkoxy, acyl, acyloxy, hydroxyC<sub>1-12</sub> alkyl, C<sub>1-12</sub> alkoxyC<sub>1-12</sub> alkyl, aryloxyC<sub>1-12</sub> alkyl, arylalkoxyC<sub>1-12</sub> alkyl, thioC<sub>1-12</sub> alkyl, COR<sup>4</sup>, or SO<sub>2</sub>R<sup>11</sup>, wherein R<sup>4</sup> and R<sup>11</sup> independently of each other are selected from hydroxy, halogen, perhalomethyl, C<sub>1-6</sub> alkoxy or amino optionally substituted with one or more C<sub>1-6</sub> alkyl, perhalomethyl or aryl optionally substituted with one or more halogen, perhalomethyl, hydroxy, nitro or cyano;~~

Q is O or S;

----- represents a single bond or a double bond;

Ar is arylene or heteroarylene;

R<sup>5</sup> is hydrogen;

R<sup>6</sup> is hydrogen;

M is OR<sup>7</sup>, where R<sup>7</sup> is hydrogen, C<sub>1-12</sub>-alkyl, C<sub>4-12</sub>-alkenynyl, C<sub>2-12</sub>-alkenyl, C<sub>2-12</sub>-alkynyl, aryl, arylalkyl, C<sub>1-12</sub>-alkoxyC<sub>1-12</sub>-alkyl, ~~C<sub>1-12</sub>-alkoxycarbonyl, aryloxy~~carbonyl, C<sub>1-12</sub>-alkylaminocarbonyl, ~~arylaminocarbonyl,~~ acyl, heteroaryl, or heteroarylalkyl groups optionally substituted with one or more halogen, perhalomethyl, hydroxy, nitro or cyano or M is COYR<sup>8</sup>;

R<sup>8</sup> is hydrogen, C<sub>1-12</sub>alkyl, C<sub>4-12</sub>-alkenynyl, C<sub>2-12</sub>-alkenyl, C<sub>2-12</sub>-alkynyl;

Y is oxygen;

k is an integer from 1 to 2, n and m are 1;

~~wherein heterocyclyl is a saturated or unsaturated nonaromatic group having 5 or 6 ring atoms containing one to four carbon atoms and one to four heteroatoms selected from N, O or S;~~

~~heteroaryl is a 5 to 6 membered monocyclic or a 9 to 10 membered bicyclic aromatic system containing one or more heteroatoms selected from N, O or S;~~

~~heteroarylalkyl is a straight or branched C<sub>1-6</sub> alkyl group further substituted with a heteroaryl group;~~

wherein heteroaryl is selected from furanyl, thiophenyl, pyrrolyl, imidazolyl, pyrazolyl, triazolyl, pyridinyl, pyrazinyl, isothiazolyl, isoxazolyl, oxadiazolyl, thiadiazolyl, quinolinyl, isoquinolinyl, quinazolinyl, quinoxalinyl, indolyl, benzimidazolyl, benzofuranyl, pteridinyl, or purinyl.

heteroaryloxy is a heteroaryl group linked to an oxygen atom;

heteroarylalkoxy is a heteroarylalkyl group linked to an oxygen atom;

arylene is a divalent aromatic ring; and

heteroarylene is a divalent heteroaryl group;

or a salt thereof with a pharmaceutically acceptable acid or base, or any optical isomer or mixture of optical isomers, or any tautomeric forms.